

B Y L A W S
of the
Wyoming Business Coalition on Health

(As Approved on February 15, 2008)

**BYLAWS OF
WYOMING BUSINESS COALITION ON HEALTH
(WyBCH)**

ARTICLE I
Name, Location and Purposes

Section A. NAME:

The name of this Corporation shall be Wyoming Business Coalition on Health, Inc.. The Corporation is a non-profit 501 (c) 3 corporation organized and existing under the laws of the State of Wyoming.

Section B. HEADQUARTERS:

The Corporation's principal office shall be in Casper, Wyoming, but may be moved to another Wyoming location depending upon the needs of the corporation.

Section C. VISION:

The organizational vision is: an accountable healthcare system that achieves better care, healthier people and competitive costs.

Section D. MISSION:

The organizational mission is: to promote leadership, collaboration and knowledge among employers to make available comparative cost and quality information on healthcare treatments and providers in order to continually improve healthcare quality and value.

Section E. PURPOSES:

The Corporation shall operate exclusively for educational and scientific purposes, concentrating on the implications and consequences of employer sponsorship of health care benefit plans and health improvement programs. The Corporation's purposes and activities shall include, but not be limited to:

1. Encouraging, supporting and assisting in workplace efforts to improve cost effectiveness in health care purchasing and related programs for employees and their dependents.
2. Serving as a catalyst and facilitator for activities that improve the value and quality of health care services and the availability of performance information on health care facilities, health professionals, and health plans.
3. Providing information and analysis on health's impact on productivity and other business priorities; trends and strategies in health benefits management; and the health care marketplace
4. Providing information and analysis on the impact of health policy on workers and their families, the general public, business and government.
5. Conducting seminars, networking opportunities, conferences and research on health

benefits management, value-based purchasing of health services, changes in health care, health policy and health economics.

6. Promoting business leadership with regard to Federal, State and local public policy initiatives and other collaborative efforts to improve health care access, affordability and quality.

7. Using any lawful and appropriate means for the attainment of the vision, mission and purposes herein set forth.

ARTICLE II Membership

Section A. VOTING MEMBERS:

Upon written application to the Board of Directors and payment of appropriate dues any firm, corporation, or organization doing business in the state of Wyoming is eligible to be a Voting Member in WyBCH upon meeting the following qualifications:

1. The organization is a public or private business, or non-profit organization whose principal business objective is other than providing health care services including but not limited to administering or underwriting health care benefits, providing direct patient care, manufacturing or selling pharmaceuticals and/or medical devices, or the representation of workers in negotiating wages, benefits and working conditions. Questions regarding eligibility for voting membership shall be resolved by a majority vote of the WyBCH Board of Directors.
2. Meets such other uniform requirements as may be established from time to time by resolution of the Board of Directors.

Section B. NON-VOTING or ASSOCIATE MEMBERS:

Upon written application to and approval of a majority of the Board of Directors along with payment of appropriate dues, any firm, corporation or organization that is committed to supporting the Wyoming Business Coalition on Health's mission may be an associate member. This class of membership is meant for those businesses not doing business in Wyoming and those that provide health care services including but not limited to direct patient care, pharmaceuticals and medical devices. Those organizations eligible for an Associate Member in this Corporation must also meet the following qualifications:

1. The organization agrees not to market its services or products to Business Members during Wyoming Business Coalition on Health activities outside of WyBCH sanctioned exhibit and advertising opportunities.
2. The organization meets such other uniform requirements as may be established from time to time by resolution of the Board of Directors.

Section C. DUES:

The amount of annual dues and assessments, if any, for any class of membership in the Corporation

and the dates of payments therefore shall be determined by the Board of Directors.

Section D. ADDITION and MODIFICATION of MEMBER CLASSES:

Additional classes of membership as well as modification of the existing membership classes may be recommended by resolution of the Board of Directors for Bylaws inclusion.

Section E. MEMBERSHIP TERM:

All memberships shall be for one year unless voluntarily withdrawn by a member or terminated by resolution of the Board of Directors for cause. Sufficient cause for terminating an organization's membership shall be (i) a failure to meet all current eligibility and financial requirements, (ii) violations of any bylaw, rule or practice of this Corporation, or (iii) any other conduct prejudicial to the best interest of the Corporation.

Section F. MEMBERSHIP RENEWAL:

A member that continues to meet the qualifications established by or pursuant to this Article may renew its membership upon-payment of any required dues and assessments. No restriction shall be placed on the number of renewals of membership allowed a member.

Section G. PRIMARY and ALTERNATE CONTACTS:

Each member will designate a primary contact person and an alternate contact person to have the responsibility for interacting with Wyoming Business Coalition on Health on behalf of the member organization. The member may name additional contact persons in the member organization to receive information and participate in activities provided to the member's class of membership.

Section H. MEMBER VOTING RIGHTS:

All Voting Members shall vote for the election of Directors and on any other matters as determined by resolution of the Board of Directors. Each Member shall have one vote. All votes shall be cast by the voting member's primary contact person or the alternate contact person, but NOT both. No member may vote by proxy for Board elections.

Section I. MEMBERSHIP ACTIVITIES:

Unless otherwise indicated, WyBCH programs, projects, meetings and information are limited to its members. WyBCH may offer some activities or develop information that are limited to Voting Members, due to the nature of the discussions or information presented.

ARTICLE III
Membership Meetings

Section A. ANNUAL MEMBERSHIP MEETING:

The annual meeting of members shall be held on such day as shall be approved by of the Board of Directors:-

Section B. AGENDA & NOTICE OF ANNUAL MEETING:

The election of Directors, distribution of annual reports, and any other transactions of business as determined by the Board of Directors, shall take place at the annual meeting. Notice of the annual meeting shall be e-mailed and/or mailed at least five, but not more than forty, days before the time appointed for the annual meeting.

Section C. SPECIAL MEETINGS:

Special meetings of all classes of membership or specific classes of membership may be called by the CEO or the Board of Directors. Notice of any special meeting shall be e-mailed and/or mailed to the last recorded e-mail and/or mailing address of each eligible member at least five, but not more than forty, days before the time appointed for the meeting. Such notice shall include the time and place of the meeting and information as to the purpose for which the meeting was called.

Section D. QUORUM:

The presence of Voting Members holding one-tenth or more of the allowable member votes will constitute a quorum for the annual meeting. The actions of a majority of Voting Members present shall be required to take action on any matter during the annual meeting.

The voice or electronic response of those Voting Members holding one-tenth or more of the allowable member votes will constitute a quorum for all other meetings. The actions of a majority of Voting Members responding shall be required to take action on any matter during all other meetings.

ARTICLE IV
Board of Directors

Section A. BOARD ROLE & POWERS

The Board of Directors of the Corporation shall be its governing body. The Board of Directors shall manage, control, and direct the affairs and property of the Corporation. The Board of Directors shall have the power to approve or terminate any membership, to elect or remove officers of the Corporation, and nominate persons for election to the Board of Directors. They shall also have the power to undertake other lawful decisions and actions appropriate to assist in carrying out the purposes of the Corporation

Section B. BOARD COMPOSITION:

The Board of Directors shall consist of at least five, but not more than eleven, Directors, as determined from time to time by resolution of the Board of Directors. The CEO shall be a Director and shall vote as a member of the Board of Directors on all matters other than the selection of, and compensation for, the CEO. The CEO is an employee of the Board of Directors.

Section C. BOARD QUALIFICATIONS:

The Board of Directors shall consist of individuals having the following qualifications:

1. A person who is a primary or alternate contact person for a Voting Member of the Corporation.

Section D. TERM OF OFFICE:

Each Director, other than the CEO, and any Director elected by the Board of Directors, shall serve a term of three years. The CEO shall continue to serve as a Director while holding the office of CEO. No other Director shall serve more than four complete three year terms in succession. Notwithstanding the above, any Director who has completed their term as Chairman may remain as past chairman for one year.

The first set of Directors will devise a method to create staggered terms such that approximately

one-third of the Director terms expire each year.

Section E. RESIGNATION:

A Director may resign from the Board at any time by giving notice in writing thereof to the Chairman.

Section F. REMOVAL OF DIRECTORS:

A Director may be removed, with or without cause, by a vote of two-thirds of the entire Board of Directors at any meeting called for such purpose. Notice must be sent to all Directors that a purpose of the meeting is removal.

Section G. BOARD MEMBERS IN TRANSITION:

A Board member who changes positions during a term of office and no longer works for an organization that is an WyBCH member, shall be permitted to continue the position, subject to Board review and approval and within the term limitations set forth in Section D. above.

Section H. ELECTION OF BOARD MEMBERS

The election of Board members shall use the following process:

1. The Nominating Committee is to submit a slate of candidates to be presented to the Board for its approval and submission to the membership for election at the Annual Member Meeting.
2. Any vacancy occurring in the Board of Directors and any Directorship to be filled by reason of an increase in the number of Directors may be filled by election of the remaining Directors. Any Director so elected shall serve an initial term as specified by the electing Directors.

ARTICLE V

Board of Directors Meetings

Section A. BOARD MEETINGS:

Regular meetings of the Board of Directors shall be held no less than quarterly. Special meetings shall be called by the CEO upon request of two members of the Board. The time and place of all Board meetings shall be designated by the CEO or Board Chair.

Section B. PARTICIPATION OFFSITE:

Any meeting may be conducted by means of telephone or Internet-based communication devices, but only after the Chairman of the meeting is assured that all parties can communicate with each other and the secretary of the meeting is taking minutes of the proceedings.

Section C. NOTICE:

At least five days notice, written, oral, or electronic, shall be given each Director of regular meetings, and one day's notice shall be given each Director of special meetings. Notwithstanding the foregoing notice requirements, a Director may waive notice of the time and place of any regular or special meeting. Attendance at a regular or special meeting shall constitute a waiver of notice.

Section D. QUORUM:

A majority of the Board of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board.

Section E. VOTING:

Except as otherwise provided by statute, the Articles of Incorporation or these bylaws, all matters of the Corporation shall be decided by a majority of the Directors participating in any meeting at which a quorum exists.

Section F. ELECTRONIC PARTICIPATION:

The Board may use electronic, phone, fax or Internet means that allow all persons to participate, to be present and to vote on issues.

ARTICLE VI
Committees

Section A. EXECUTIVE COMMITTEE:

There shall be an Executive Committee which shall consist of the Chairman, Past Chairman, Vice Chairman, Secretary, Treasurer and CEO. The Executive Committee shall have and may exercise all the powers of the Board of Directors and shall report to the Board its actions which shall have the authority to override decisions of the Executive Committee.

Section B. NOMINATING COMMITTEE:

There shall be elected by the Board of Directors from among the Directors a Nominating Committee of at least two Directors and the CEO who shall nominate persons for election to the Board of Directors. WyBCH Members will be invited to submit names to the Nominating Committee for election to the Board.

Section C. OTHER COMMITTEES:

The Board of Directors may create from among the Directors or the membership-at-large such other committees as may be appropriate to assist in carrying out the purposes of the Corporation. The Board of Directors may delegate this authority in whole or in part to the appropriate officers.

ARTICLE VII
Officers

Section A. OFFICERS:

The officers of the Corporation shall consist of a Chairman, Vice Chairman, Treasurer, Secretary, CEO, and such other officers as may be determined by the Board of Directors.

Section B. DUTIES:

The powers and duties of the officers shall be exercised in all cases subject to such directions as the Board of Directors shall provide. In the absence of a resolution by the Board of Directors giving such powers to others, only the Chairman and CEO acting jointly shall have the power to commit the Corporation by contract, bond or indemnity, or any other evidence of legal obligation.

Section C. ELECTION OF OFFICERS:

The election of the officers of the Corporation shall be the sole province of the Board. Each officer shall be elected by a majority of the Directors at any regular or special meeting of the Board of

Directors. The Chairman, Vice Chairman, Treasurer and Secretary shall be elected from among the members of the Board of Directors. The CEO, while serving in that capacity, shall also serve as a Director.

Section D. COMPENSATION:

The CEO and other staff members of WyBCH shall receive such compensation for their services as determined by resolution of the Board of Directors. Other officers shall not receive any compensation for their services, however, the Board of Directors may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties.

Section E. OFFICER TERMS:

Each officer shall be elected for a term of one year. An officer may serve in a single position for a maximum of three consecutive terms. The CEO shall not have to be re-elected nor is the CEO subject to term limits, but shall serve at the pleasure of the Board of Directors.

Section F. REMOVAL OF OFFICE:

Any officer may be removed by the Board of Directors at any time by a majority of the Directors whenever in their judgment the best interest of the Corporation would be served thereby.

Section G. VACANCY:

A vacancy in any office because of death, loss of employment, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

ARTICLE VIII

Contracts, Loans, Checks, Deposits and Financial Management Policy

Section A. CONTRACTS:

The Board of Directors may authorize any officer or officers, or attorneys-in-fact, or agent or agents, to enter into contracts with vendors providing products and services necessary to conduct the general business operations of the organization and with grantors, contributors and payers of fees providing funds in support of research and educational projects on behalf of the Corporation. The CEO is authorized to delegate to designated officers, staff members or agents of the Corporation, the authority to purchase and contract for the products and services

Section B. LOANS:

No loans shall be contracted on behalf of the Corporation, and no evidence of indebtedness shall be issued in its name, unless by resolution of the Board of Directors.

Section C. SIGNATURES:

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, or attorneys-in-fact, or agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors as outlined in the Financial Management Policy.

Section D. DEPOSITS:

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories, or invested through

registered dealers in corporate and governmental securities, notes or other evidences of indebtedness as the Board of Directors may select and as determined by the Financial Management Policy.

Section E. AUDITS:

The Board of Directors may, by resolution, authorize any officer or officers to have conducted an audit of the financial records of the Corporation and prepare a financial statement to be submitted to the Board of Directors periodically as they may direct.

ARTICLE IX
Indemnification

Section A. INDEMNIFICATION OF DIRECTORS:

The corporation shall indemnify a Director if a determination has been made in accordance with the procedures set forth in the Wyoming Nonprofit Corporation Act that the director met the standard of conduct set forth in Section B below, and payment has been authorized in accordance with the procedures set forth in the Wyoming Nonprofit Corporation Act based on a conclusion that the expenses are reasonable, the corporation has the financial ability to make the payment, and the financial resources of the corporation should be devoted to this use rather than some other use by the corporation.

Section B. STANDARDS OF CONDUCT:

A Director may be indemnified hereunder if:

- (1) he or she conducted himself or herself in good faith;
- (2) he or she reasonably believed;
 - (i) in the case of conduct in his or her official capacity with the corporation, that his or her conduct was in its best interest;
 - (ii) in all other cases, that his or her conduct was at least not opposed to its best interests; and
- (3) In the case of any criminal proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful.

The corporation shall not indemnify a Director (1) in connection with a proceeding by or in the right of the corporation in which the Director was adjudged liable to the corporation; or (2) in connection with any other proceeding charging improper personal benefit to him or her, whether or not involving action in his or her official capacity, in which he or she was adjudged liable on the basis that personal benefit was improperly received by him or her.

Section C: ADVANCE EXPENSES FOR DIRECTORS.

If a determination is made, following the procedures of the Wyoming Nonprofit Corporation Act that the Director has met the following requirements; and if an authorization of payment is made, following the procedures and standards set forth in the Wyoming Nonprofit Corporation Act, then the corporation shall pay for or reimburse the reasonable expenses incurred by a Director who is a party

to a proceeding in advance of final disposition of the proceeding if:

- (1) The Director furnished the corporation a written affirmation of his or her good faith belief that he or she has met the standard of conduct described in bylaw 4.1;
- (2) The Director furnishes the corporation a written undertaking, executed personally or on his or her behalf, to repay the advance if it is ultimately determined that he or she did not meet the standard of conduct (which undertaking must be an unlimited general obligation of the Director but need not be secured and may be accepted without reference to financial ability to make repayment); and
- (3) A determination is made that the facts then known to those making the determination would not preclude indemnification under bylaw 4.1 or the provisions of the Wyoming Nonprofit Corporation Act.

Section D: INDEMNIFICATION OF OFFICERS, AGENTS AND EMPLOYEES.

The Board of Directors may indemnify and advance expenses to any officer, employee, or agent of the corporation, who is not a director of the corporation, to any extent consistent with public policy, as determined by the general or specific action of the Board of Directors.

Section E: MANDATORY INDMNIFICATION. Notwithstanding any other provision of these bylaws, the corporation shall indemnify a Director who was solely successful, on the merits or otherwise, the defense of any proceeding to which the Director was a party because he or she is or was a Director of the corporation against reasonable expenses incurred by the Directors in connection with the proceeding.

Section F: PURCHASE OF INSURANCE:

WyBCH may purchase and maintain insurance on behalf of any person who is or was serving at the request of WyBCH, as a Director, Officer, Employee, Agent, Staff Volunteer or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such.

ARTICLE X

Prohibited Transactions

Section A. PROHIBITED TRANSACTIONS:

1. *Prohibition Against Sharing in Corporation Earnings.* No Director, officer, employee, committee member, or person in connection with the corporation shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation; provided that this shall not prevent the corporation's payment to any person of reasonable compensation for services rendered to or for the corporation in effecting any of its purposes as determined by the Board of Directors.
2. *Prohibition Against Issuance of Stock, Dividends, Distributions.* The corporation shall not have or issue shares of stock. No dividends shall be paid. No part of the income or assets of the corporation shall be distributed to any of the persons listed in Article IX, Section

A without full consideration. The corporation is prohibited from lending money to guarantee the obligation of a Director or officer of the corporation. The corporation may contract in due course, for reasonable consideration, with its Directors, trustees, or officers without violating this provision.

3. *No Personal Distributions Upon Dissolution.* None of the persons listed in Article IX, Section A shall be entitled to share in the distribution of any of the corporation's assets upon the dissolution of the corporation. Upon the dissolution or the winding up of affairs of the corporation, whether voluntary or involuntary, the assets of the corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors, shall be distributed, transferred, conveyed, delivered, and paid over exclusively to CDCNC.

Section B: PROHIBITED ACTIVITIES

Notwithstanding any other provision of these Bylaws, no Director, officer, employee or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or as they may later be amended.

ARTICLE XI Amendments

These bylaws may be altered, amended, or repealed, and new bylaws may be adopted, at any regular or special meeting of the Voting Members of the Corporation by a majority vote of those participating in the meeting as covered by Article III, Section D.

ARTICLE XII Dissolution

In the event of dissolution of the Corporation, the assets hereof shall be applied and distributed to the to a 501(c)(3) corporation having a mission similar to this Corporation. At the time of dissolution assets will be distributed as provided by the statutes applicable to public benefit non profit Wyoming corporations. Any discretion allowed in such statutes shall be exercised by the Board of Directors.